

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
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Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

STIPULATION AND AGREED ORDER ALLOWING PAYMENT OF CERTAIN FEES AND
EXPENSES OF BANNER & WITCOFF, LTD. AS ORDINARY COURSE PROFESSIONAL

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Banner & Witcoff, Ltd. ("Banner Witcoff") respectfully submit this Stipulation And Agreed Order Allowing Payment Of Certain Fees And Expenses To Banner Witcoff, Ltd. As Ordinary Course Professional and agree and state as follows:

WHEREAS, on October 8, 2005 and October 14, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

WHEREAS, pursuant to the Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business (Docket No. 0883) (the "Ordinary Course Professionals Order"), the Debtors are authorized to make monthly payments for compensation and reimbursement of fees and expenses to each of the ordinary course professionals (the "Ordinary Course Professionals"), in the manner customarily made by the Debtors in the full amount billed by any such Ordinary Course Professional; provided, however, that fees paid to an Ordinary Course Professional, excluding expenses and disbursements, shall not exceed either (a) \$50,000.00 per month per ordinary course professional (the "Monthly Ordinary Course Professional Cap") or (b) \$500,000.00 in the aggregate per Ordinary Course Professional over the course of these chapter 11 cases.

WHEREAS, on January 3, 2006, the Bankruptcy Court entered an Order Under 11 U.S.C. §§ 327(E) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Banner & Witcoff, Ltd. As Intellectual Property Counsel To Debtors (Docket No.

1708).

WHEREAS, on August 15, 2007, the Bankruptcy Court entered a Supplemental Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business (Docket No. 9101) pursuant to which the Bankruptcy Court authorized (i) the termination of the formal retention of Banner Witcoff, (ii) the retention of Banner Witcoff as an Ordinary Course Professional, and (iii) the Debtors to compensate Banner Witcoff as Ordinary Course Professional.

WHEREAS, on December 7, 2007, Banner Witcoff filed an Affidavit Of Legal Ordinary Course Professional (Docket No. 11362) pursuant to which Banner Witcoff agreed to continue to represent and advise the Debtors on intellectual property matters. Specifically, Banner Witcoff agreed to (a) represent the Debtors in Automotive Technologies International, Inc. v. BMW North America, Inc., et. al., Appeal No. 06-1013 (Federal Circuit September 29, 2005) and its underlying case, Civil Action No. 01-717000 (April 30, 2001); (b) represent the Debtors in Automotive Technologies International, Inc. v. Delphi Automotive Systems Corporation, et. al., Civil Action No. 04-72035 (E.D. Mich. April 30, 2005); (c) prepare legal opinions involving Debtors' claims relating to the Debtors' products and patents, as well as claims made by competitors; (d) provide the Debtors with counseling and litigation representation services on such patent infringement issues as may arise in the ordinary course of Debtors' business; and (e) represent the Debtors in a broad scope of intellectual property law services.

WHEREAS, it now appears that for the month of December, 2007, Banner Witcoff exceeded the Monthly Ordinary Course Professional Cap because it incurred fees on the Debtors' behalf in the amount of \$125,949.50. Banner Witcoff has not exceeded the Monthly

Ordinary Course Professional Cap since then.

WHEREAS, in light of the temporary nature of the fees of Banner Witcoff being in excess of the Monthly Ordinary Course Professional Cap, in light of the confirmation of the Debtors' plan of reorganization by the order entered on January 25, 2008 (Docket No. 12359), and to avoid the additional and unnecessary expense of seeking court approval of Banner Witcoff's retention as a retained professional under section 327(e) of the Bankruptcy Code, the parties hereto have agreed to continue the retention of Banner Witcoff as Ordinary Course Professional in the chapter 11 cases and to continue to pay their fees in the ordinary course of business under the Ordinary Course Professionals Order, including their fees and expenses for the month of December of 2007.

WHEREAS, the United States Trustee and the official committee of unsecured creditors have agreed with the terms and provisions of this stipulation and agreed order.

NOW THEREFORE, the Debtors and Banner Witcoff agree and stipulate that Banner Witcoff shall continue to be paid its fees and expenses as an Ordinary Course Professional in accordance with the Ordinary Course Professionals Order, including its fees and expenses for the month of December of 2007 notwithstanding that such fees and expenses exceed the Monthly Ordinary Course Professional Cap.

So Ordered in New York, New York, this 31st day of March, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Kayalyn A. Marafioti

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Charles W. Shifley

Charles W. Shifley
BANNER & WITCOFF, LTD.
10 South Wacker Drive,
Chicago, Illinois 60606

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

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